

CHAPMAN AND CUTLER LLP
111 West Monroe Street
Chicago, Illinois 60603
Telephone: (312) 845-3000
Facsimile: (312) 701-2361
James E. Spiotto (admitted pro hac vice)
Ann E. Acker (admitted pro hac vice)
Franklin H. Top, III (admitted pro hac vice)

-and-

CHAPMAN AND CUTLER LLP
330 Madison Avenue, 34th Floor
New York, New York 10017-5010
Telephone: (212) 655-6000
Craig M. Price

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

IN RE

LEHMAN BROTHERS HOLDINGS INC., ET AL.,

Debtors.

CHAPTER 11 CASE No. 08-13555 (JMP)

(Jointly Administered)

**AFFIDAVIT OF AMY BYRNES IN CONNECTION WITH THE MOTION PURSUANT TO SECTION
105(A) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019 FOR APPROVAL OF THE
TERMINATION AND SETTLEMENT OF CERTAIN PREPETITION DERIVATIVES CONTRACTS WITH
TRUSTS FOR WHICH U.S. BANK NATIONAL ASSOCIATION SERVES AS INDENTURE TRUSTEE AND
RELATED RELIEF**

I, Amy Byrnes, being first duly sworn on oath, and under penalties of perjury as provided
for under the Federal Rules of Civil Procedure, depose and state as follows:

1. I am presently employed by U.S. Bank National Association as a Vice President in our Corporate Trust Services Group based in our Boston, Massachusetts offices located at One Federal Street, 3rd Floor, Boston, Massachusetts, 02110. U.S. Bank National Association serves as Indenture Trustee for each of the Indentures in connection with the transactions listed on the attached *Exhibit A*. In my capacity at U.S. Bank, I have responsibility for overseeing certain mortgage securitization transactions sponsored and/or originated by Lehman Brothers Holdings Inc., or one of its affiliates.

2. I have personal knowledge of the facts stated in this Affidavit, and am competent to testify to these facts if called to do so.

3. In August, 2010, representatives of Lehman Brothers Special Finance Inc. and Lehman Brothers Holdings Inc. approached U.S. Bank National Association as Trustee about resolving certain claims filed by the Trustee in connection with interest rate cap and interest rate corridor swap agreements between certain trusts and one of the Debtors. In an effort to elicit involvement in the negotiations from holders of the affected securities, U.S. Bank National Association sent a Notice to holders in August and October 2010 (the "*Initial Notice*") in the manner set forth below advising them, *inter alia*, as follows:

On September 15, 2008, Lehman Brothers Holdings Inc. ("*LBHI*") filed a voluntary petition seeking relief under Chapter 11 of 11 U.S.C. §101 *et seq.* (the "*Bankruptcy Code*" and the proceeding the "*Lehman Bankruptcy Proceeding*"); thereafter on October 3, 2008 Lehman Brothers Special Financing Inc. ("*LBSF*") filed its voluntary proceeding on October 3, 2008; on the same date or thereafter, other debtor subsidiaries and affiliates filed bankruptcy proceedings (collectively, the "*Debtors*") all of which proceedings are jointly administered under *In re: Lehman Brothers Holdings, Inc.*, Bankruptcy Case No.: 08-13555 (JMP). An Event of Default

exists under the Swap Agreement by virtue of the voluntary bankruptcy petitions filed first by LBHI and thereafter by LBSF. The Swap Confirmations, however, were not terminated. No payments have been due from LBSF since the petition date, but the Swap Confirmations terminate on and after October 26, 2016, and therefore it is possible that a payment may ultimately be due under one or more of the Swap Confirmations prior to their terminations. The Trustee filed Proofs of Claims for the Swap Confirmations on or before the Bar Date established in the Lehman Bankruptcy Proceedings.

Lehman Brothers Special Financing Inc. has approached the Trustee about resolving the claims that the Trustee has filed on behalf of the Trust in connection with these Swap Confirmations. The Trustee would like to obtain the direction and instruction of the appropriate certificateholders prior to entering into any resolution with respect to such transactions. As a result the Trustee is seeking the identity of Certificateholders. . .

A true and correct representative copy of this Notice is attached hereto as *Exhibit B*.

4. The Trustee only received communications from one holder, and these communications occurred after the Trustee reached a resolution with LBSF and LBHI in connection with this matter.

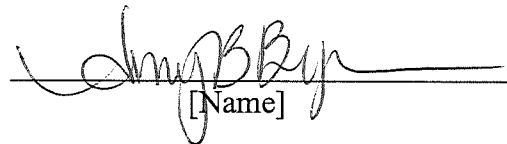
5. After providing the Initial Notice to Noteholders, the Trustee retained an independent third party to evaluate the swap transactions, and worked toward reaching an agreement with the Debtors with respect to the amounts of the respective claims for the relevant swap transactions. The Debtors and the Trustee reached an agreement with respect to the resolution of these claims which is reflected in that certain Motion Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019 for Approval of the Termination and Settlement of Certain Prepetition Derivatives Contracts With Trusts for which U.S. Bank National association Serves as Indenture Trustee and Related Relief (the "*Motion*") on November 15, 2010.

6. Thereafter, on November 14 and 17, 2010, the Trustee provided an additional notice to Noteholders advising them of the settlement of claims asserted with respect to the swap transactions listed on *Exhibit A*, advising them of the Motion and providing them with information as to how to object to the Motion in the event they disagree with the settlement. A representative copy of this Notice is attached as *Exhibit C*.

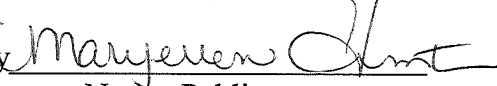
7. The Notes issued under the Indentures are generally held in "street name" meaning that the Notes themselves are registered in the name of Cede & Company as the nominee for The Depository Trust Company. The Notices were was transmitted to The Depository Trust Company with instructions to forward the Notice on to its DTC Participants. Generally DTC posts these Notices on an electronic bulletin board.

8. We have not received any formal or informal objection to the Motion.

FURTHER AFFIANT SAYETH NOT.


[Name]

Subscribe and Sworn to before me
this 14 day of December 2010.

By 
Notary Public

My Commission Expires: _____

